

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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M. SCOTT BREWER, JAMES E. BROWN,  
SR., MARCUS ESTLACK, KEITH :  
McCLANAHAN, JEREMY JEFFERS, : 16-cv-07500-ER  
GLENN JEFFRIES, WILLIAM :  
WATERKOTTE, ANDREW WISEMAN,  
DENZIL MALONE and GARY R. REED, in :  
Their Capacities as Trustees for the  
CARPENTERS PENSION FUND OF WEST :  
VIRGINIA, Derivatively on Behalf of  
EXPRESS SCRIPTS HOLDING COMPANY, :

Plaintiffs, :

- against - :

MAURA C. BREEN, WILLIAM J. :  
DeLANEY, ELDER GRANGER, NICHOLAS :  
J. LaHOWCHIC, THOMAS P. MAC :  
MAHON, FRANK MERGENTHALER,  
WOODROW A. MYERS, JR., RODERICK A. :  
PLAMORE, GEORGE PAZ, WILLIAM L.  
ROPER, SEYMOUR STERNBERG, :  
CHRISTOPHER A. McGINNIS, DAVID  
QUELLER, ERIC R. SLUSSER, TIMOTHY :  
WENTWORTH, GARY G. BENANAV,  
JAMES M. HAVEL and CHRISTOPHER K. :  
KNIBB, :

Defendants, :

- and - :

EXPRESS SCRIPTS HOLDING COMPANY,  
a Delaware corporation, :

Nominal Defendant. :

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**NOTICE OF DEFENDANTS' MOTION TO**  
**(A) STAY THIS ACTION IN DEFERENCE TO PENDING RELATED ACTIONS**  
**OR (B) IN THE ALTERNATIVE, DISMISS PURSUANT TO RULES 23.1 AND 12(b)(6)**

PLEASE TAKE NOTICE that, upon the Verified Shareholder Derivative Complaint for Breach of Fiduciary Duty, Unjust Enrichment and Corporate Waste, filed September 26, 2016; the accompanying Memorandum of Law in Support of Defendants' Motion to (A) Stay This Action in Deference to Pending Related Actions or (B) in the Alternative, Dismiss Pursuant to Rules 23.1 and 12(b)(6); the accompanying Declaration of Scott D. Musoff, dated June 29, 2017, and exhibits thereto; and upon all prior papers and proceedings herein, Defendants will move this Court, before the Honorable Edgardo Ramos, United States District Judge, at the Thurgood Marshall United States Courthouse, 40 Foley Square, New York, New York 10007, on a date and at a time designated by the Court, for an Order to stay this matter; or pursuant to Federal Rules of Civil Procedure 23.1 and 12(b)(6), for an Order (a) dismissing the Verified Shareholder Derivative Complaint for Breach of Fiduciary Duty, Unjust Enrichment and Corporate Waste with prejudice; and (b) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York  
June 29, 2017

/s/ Scott D. Musoff

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Glenn Jeffries, William Waterkotte,  
Andrew Wiseman, Denzil Malone  
and Gary R. Reed in Their Capacities  
as Trustees for the Carpenters Pension  
Fund of West Virginia*